

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

RECORDATION NO. 13690-7 FILED

JUN 4 '97

11-00AM

JUN 4 11 00 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

VIA AIR COURIER

June 3, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully-executed originals of the Termination of Security Interest dated March 1, 1997 ("~~Termination~~") by State Street Bank and Trust Company of Connecticut, National Association, and Colorado National Bank Trust & Investment Group for the benefit of Helm Financial Corporation.

In connection with the recording of the Termination, please note the following information:

Name and Address of Helm:

Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Agents:

State Street Bank and Trust Company
of Connecticut
Two International Place
Boston, MA 02110

Colorado National Bank & Trust
Company of Connecticut
950 17th Street, Suite 2450
P.O. Box 5168
Denver, CO 80202

Equipment:

Five hundred seventy-two (572) railcars, more fully described in the attached Schedule A to the Termination.

Previous STB Filing:

Security Agreement filed under Recordation No. 13690, filed on July 1, 1982.

Please file the Termination under the next available recordation number and return two (2) endorsed originals to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

PHapin

Patrick Hapin
Document Administrator

/ph
Enclosures (3)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

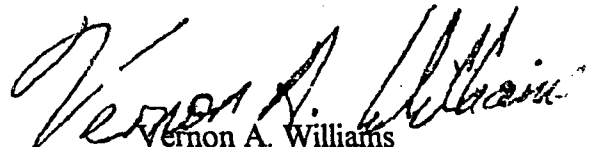
Patrick Hapin
Document Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

DATE: 6/4/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 6/4/97 at 10:57 AM and 11:00AM, and
assigned recordation number(s). 17567-C, 18905-P, 18905-Q, 20703, 20804, 13690-I,
16229-C, 18007-B, 19430-A and 19822-A.

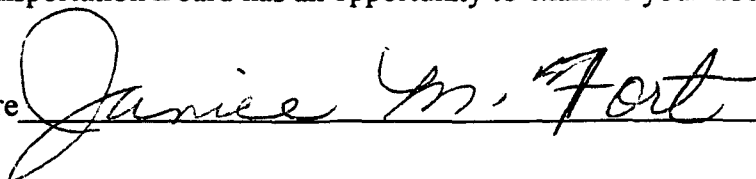
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 240.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



JUN 4 '97 11-00AM

**TERMINATION OF
SECURITY INTEREST**

THIS TERMINATION OF SECURITY INTEREST ("Termination") dated as of March 1, 1997 is made by STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, National Association ("State Street"), as successor to The Connecticut Bank and Trust Company, and by COLORADO NATIONAL BANK TRUST & INVESTMENT GROUP ("Colorado National"), the successor to Firsttier Bank, N.A., the successor to Omaha National Bank, for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm"), as assignee of BTM Financial & Leasing Corporation B-4 (f.k.a. BOT Financial and Leasing Corporation B-4, the assignee of BOT Funding Corporation), the successor to Xerox Credit Corporation, the successor to Xerox Services, Inc.

RECITALS

WHEREAS, Helm owns five hundred seventy-two (572) 100-ton rotary dump coal railcars manufactured by Bethlehem Steel Corporation bearing Association of American Railroad designation numbers as listed on Schedule A attached hereto ("Units");

WHEREAS, State Street formerly held legal title to the Units for the benefit of Helm, as owner, under a Trust Agreement dated as of June 15, 1982, as amended and supplemented from time to time (the "Trust");

WHEREAS, in connection with the Trust and the Units certain documents as set forth on Exhibit A were filed with the Surface Transportation Board ("STB") of the U.S. Department of Transportation (f.k.a. the Interstate Commerce Commission) under recordation numbers 13690 A - H (collectively, the "Security Documents");

WHEREAS, Colorado National has a security interest in the Units pursuant to the Security Documents;

WHEREAS, the Trust and Security Documents were terminated on March 1, 1997 and are no longer in force and effect.

1. Termination of Trust and Security Interest by State Street. State Street hereby acknowledges and agrees that the Trust and all of the Security Documents were terminated on March 1, 1997. State Street hereby terminates any and all security interests in the Units granted to it under the Security Documents which security interests shall be forever terminated upon the filing of this Termination with the STB, at which time all of State Street's right, title and interest in and to the Units shall be and become null and void.

2. Termination of Trust and Security Interest by Colorado National. Colorado National hereby acknowledges and agrees that all of the Security Documents were terminated on March 1, 1997. Colorado National hereby terminates any and all security interests in the Units granted to it under the Security Documents which security interests shall be forever terminated upon the filing of this Termination with the STB, at which time all of Colorado National's right, title and interest in and to the Units shall be and become null and void.

IN WITNESS WHEREOF, pursuant to due authority State Street and Colorado National have executed this Termination as of the date first above written.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, National Association

By: 

Print Name: HENRY W. SEEMORE

Title: ASSISTANT VICE PRESIDENT

COLORADO NATIONAL BANK TRUST &
INVESTMENT GROUP

By: 

Print Name: COLLEEN A. CARWIN

Title: TRUST OFFICER

STATE OF Massachusetts)
COUNTY OF Suffolk) S.S.

On May 14, 1997, before me, Stacye M. Junior, personally
appeared Henry W. Seemore of STATE STREET BANK AND
TRUST COMPANY OF CONNECTICUT, N.A.,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Stacye M. Junior
SIGNATURE OF THE NOTARY

STACYE M. JUNIOR

Notary Public

My Commission Expires 9/13/2002

[Notarial Seal]

STATE OF COLORADO)
COUNTY OF DENVER) S.S.

On May 13, 1997, before me, Marlene Fortune, personally
appeared Colleen A. Carwin, Trust Officer of COLORADO NATIONAL BANK
TRUST & INVESTMENT GROUP,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Marlene Fortune
SIGNATURE OF THE NOTARY

expiration 7-13-00

[Notarial Seal]

SCHEDULE A

Description of the Units:

Five hundred seventy-two (572) 100-ton rotary dump coal cars

Unit Numbers:

SFIX 2000-2002, 2004-2005, 2007-2044, 2046-2096, 2098-2440, 2442-2444,
2446-2451, 2453-2523, 2525-2574, 8000-8004.

EXHIBIT A

SECURITY DOCUMENTS

- A. Conditional Sale Agreement dated as of June 15, 1982, between The Connecticut Bank and Trust Company, as Trustee/Vendee, Xerox Services, Inc., as Owner, and Bethlehem Steel Corporation, as Builder.
STB Recordation Number 13690 filed on July 1, 1982 at 10:15 a.m.
Units: SFIX 2000-2574; 8000-8004.
- B. Agreement and Assignment dated as of June 15, 1982, between Bethlehem Steel Corporation, as Builder/Assignor, and Omaha National Bank, as Assignee.
STB Recordation Number 13690-A filed on July 1, 1982 at 10:15 a.m.
- C. Lease of Railroad Equipment dated as of June 15, 1982, between System Fuels, Inc., as Lessee, and The Connecticut Bank and Trust Company, as Trustee/Lessor.
STB Recordation Number 13690-B filed on July 1, 1982 at 10:15 a.m.
- D. Assignment of Lease and Agreement dated as of June 15, 1982, between The Connecticut Bank and Trust Company, as Trustee/Assignor, and Omaha National Bank, as Assignee.
STB Recordation Number 13690-C filed on July 1, 1982 at 10:15 a.m.
- E. Lease Supplement No. 1 dated as of February 1, 1983 to the Lease of Railroad Equipment dated as of June 15, 1982, between System Fuels, Inc., as Lessee, and The Connecticut Bank and Trust Company, as Trustee/Lessor.
STB Recordation Number 13690-D filed on July 18, 1983 at 11:20 a.m.
- F. Assignment to and Appointment of Successor Trustee dated as of March 1, 1992, among Federal Deposit Insurance Corporation, as Receiver of The Connecticut Bank and Trust Company, N.A., Federal Deposit Insurance Corporation, as Receiver of The New Connecticut Bank and Trust Company, N.A., and State Street Bank and Trust Company of Connecticut, N.A., as Successor Trustee.
STB Recordation Number 13690-E filed on May 21, 1992 at 9:15 a.m.
- G. Assignment and Assumption Agreement dated as of February 1, 1993, between System Fuels, Inc., as Assignor, and Arkansas Power & Light Company, as Assignee.
STB Recordation Number 13690-F filed on April 30, 1993 at 11:10 a.m.
- H. Supplement No. 2 dated as of February 1, 1993 to the Lease of Railroad Equipment dated as of June 15, 1982, between Arkansas Power & Light Company, as Lessee, and State Street Bank and Trust Company of Connecticut, N.A., as Lessor/Trustee.
STB Recordation Number 13690-G filed on April 30, 1993 at 11:10 a.m.
- I. Supplement No. 1 dated as of February 1, 1993 to the Assignment of Lease and Agreement dated as of June 15, 1982, between State Street Bank and Trust Company, N.A., as Trustee, and Firstier Bank, N.A., as Vendor.
STB Recordation Number 13690-H filed on April 30, 1993 at 11:10 a.m.